

LAW OFFICES

# ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TELECOPIER  
312-750-8600

19934

WRITER'S DIRECT LINE  
(312) 750-5708

PARK AVENUE TOWER  
65 EAST 55TH STREET  
NEW YORK, NEW YORK 10022-3219  
212-421-5555

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08873  
908-563-2700

888 SIXTEENTH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

February 14, 1996

## VIA OVERNIGHT COURIER

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
The Surface Transportation Board  
1201 Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Janice Fort, Room 2311

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are three original executed copies and one photostatic copy of a Memorandum of Lease Agreement, dated as of December 21, 1994, a primary document as defined in the Commissioner's Rules for the Recordation of Documents. The Memorandum of Lease is with respect to that certain Railcar Net Leasing Agreement (the "Lease"), dated as of December 21, 1994 and Rider 1 thereto ("Rider 1"), dated as of December 21, 1994 between Citicorp Railmark, Inc., as Lessor, and Wisconsin Central, Ltd., as Lessee.

The names and addresses of the parties to the enclosed Memorandum of Lease Agreement are:

Lessor: Citicorp Railmark, Inc.  
450 Mamaroneck Avenue  
Harrison, New York 10528

Lessee: Wisconsin Central, Ltd.  
6250 North River Road  
Suite 9000  
Rosemont, Illinois 60018

FEB 15 11 23 AM '96

**SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001**

2/15/96

Susan F. Lifvendahl  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601-7567

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/15/96 at 11:30AM , and assigned recordation number(s). 19934.

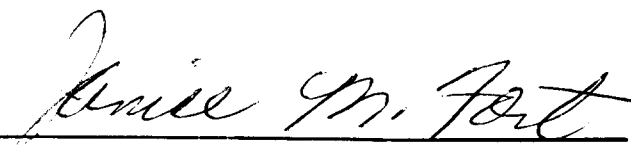
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is made and entered into as of December 21, 1994, by and between Citicorp Railmark, Inc., (hereinafter referred to as "Lessor") and Wisconsin Central Ltd. (hereinafter referred to as "Lessee"), respecting that certain Railcar Net Leasing Agreement dated as of December 21, 1994 (the "Lease") and Rider 1 thereto dated as of December 21, 1994 ("Rider 1") between Lessor and Lessee.

Pursuant to the provisions of the Lease and Rider 1, Lessor and Lessee hereby acknowledge and affirm that:

1. For good and valuable consideration, Lessor is leasing to Lessee and Lessee is leasing from Lessor the mechanical refrigerated boxcars described on Schedule A hereto (the "Railcars"). The Railcars bear the railroad reporting marks set forth on Schedule A hereto.

2. The term of the Lease for any Railcar under Rider 1 shall commence on December 21, 1994 and shall terminate no later than December 21, 1998, provided that the Lease may be sooner terminated or extended as provided therein.

3. Lessor and Lessee further acknowledge and affirm that this Memorandum of Lease Agreement is not a summary of either the Lease or Rider 1 nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Lease Agreement and the provisions of the Lease or Rider 1, the provisions of the Lease or Rider 1, as the case may be, shall control.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this Memorandum of Lease Agreement to be duly executed in its corporate name by its officers, thereunto duly authorized, all as of the date first above written and each of the undersigned signatories declares pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States of America that the foregoing is a true

and correct document and was executed and delivered as of the date first above written.

CITICORP RAILMARK, INC.

By: Bradford Holley  
Name: BRADFORD HOLLEY  
Title: VICE PRESIDENT

WISCONSIN CENTRAL LTD.

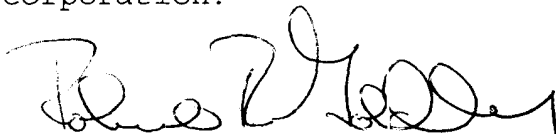
By: T. F. Power Jr.  
Name: T. F. Power Jr.  
Title: EVP-CFO

STATE OF NEW YORK )  
 )  
COUNTY OF WESTCHESTER )

On this 25 day of January, 1996, before me personally appeared BRADFORD HOLLEY, to me personally known who, being by me duly sworn, says that he is VICE PRESIDENT of CITICORP RAILMARK, INC., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notary Seal]

My Commission Expires

  
Notary Public  
**ROBERT R. GOLDBERG**  
Notary Public, State of New York  
No. 4690571  
Qualified in Westchester County  
Commission Expires November 30, 1997

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 14TH day of DECEMBER, 1995, before me personally appeared T. F. POWER, JR., to me personally known who, being by me duly sworn, says that he is EVP - CFO of WISCONSIN CENTRAL LTD., that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledge that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notary Seal]

My Commission Expires

  
Notary Public

SCHEDULE A

100 *qff*

*qff* Mechanical Refrigerated Boxcars being  
Leased to Wisconsin Central, Ltd.

FGMR 11714 *qff* *ES*

FGMR 11756  
FGMR 11762  
FGMR 11779  
FGMR 11780  
FGMR 11808  
FGMR 11811  
FGMR 11821  
FGMR 11826  
FGMR 11844  
FGMR 11848  
FGMR 11849  
FGMR 11856  
FGMR 11868  
FGMR 11917  
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FGMR 12703  
FGMR 12705  
FGMR 12723  
FGMR 12727  
FGMR 12737

FGMR 12739  
FGMR 12753  
FGMR 12759  
FGMR 12760  
FGMR 12769

Mr. Vernon A. Williams  
February 14, 1996  
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A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$21.00 payable to the order of The Surface Transportation Board covering the required recordation fee.

Kindly return two stamped original copies, the stamped photostatic copy of the enclosed document and the stamped photostatic copy of this letter to Susan F. Lifvendahl at Ross & Hardies, 150 North Michigan Avenue, Suite 3100, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Memorandum of Lease Agreement, dated as of December 21, 1994 between Citicorp Railmark, Inc., as Lessor, and Wisconsin Central, Ltd., as Lessee, with respect to that certain Railcar Net Leasing Agreement, dated as of December 21, 1994 and Rider 1 thereto, dated as of December 21, 1994, covering 100 mechanical refrigerated boxcars.

Very truly yours,

  
Susan F. Lifvendahl

w/encl.

cc: Robert W. Kleinman  
Susan G. Lichtenfeld